



BellSouth Telecommunications, Inc.
333 Commerce Street, Suite 2101
Nashville, TN 37201-3300

guy.hicks@bellsouth.com

REGULATORY AFFAIRS

OCT 12 PM 5:00

Guy M. Hicks
General Counsel

October 12, 2001

615-214 6301
Fax 615-214 7406

EXECUTIVE SECRETARY

VIA HAND DELIVERY

Mr. David Waddell, Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243

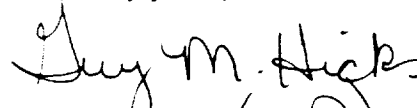

Re: *Docket to Determine the Compliance of BellSouth Telecommunications, Inc.'s
Operations Support Systems with State and Federal Regulations*
Docket No. 01-00362

Dear Mr. Waddell:

PriceWaterhouseCoopers has requested that BellSouth submit this letter and the accompanying documents to the Authority. Enclosed please find PriceWaterhouseCoopers' response to the CLECs' request for production of documents. These documents constitute the confidential work papers of PriceWaterhouseCoopers and are considered business proprietary information that would not be provided to competitors. Consequently, PriceWaterhouseCoopers is providing these documents pursuant to the Protective Agreement adopted by the Authority at the Pre-Hearing Conference on October 9, 2001. All of these documents are confidential and subject to the Protective Order. PriceWaterhouseCoopers intends that all of the enclosed documents be marked confidential; an inadvertent failure to mark a document as confidential in no way waives the confidentiality of these documents.

Thank you for your attention to this matter.

Very truly yours,


Guy M. Hicks 

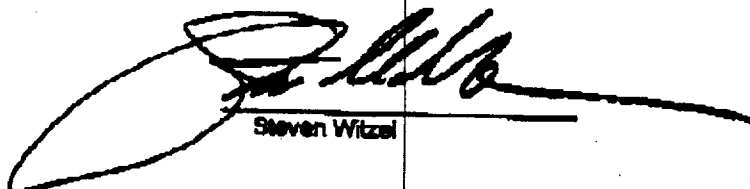
GMH:ch

cc: Steven Whitzel, General Counsel
PriceWaterhouseCoopers

*Docket To Determine the Compliance of
BellSouth Telecommunications, Inc.'s
Operations Support Systems with State
And Federal Regulations
Docket No. 01-00382*

PROOF OF CONFIDENTIALITY

I, Steven Witzel, hereby certify that the documents filed herewith are
PriceWaterhouse Coopers' confidential and proprietary documents that are being
produced subject to the protective order entered by the Authority in this matter
and any other protective agreements executed by the parties whether in
Tennessee or elsewhere.



Steven Witzel

P.02

10:44

Oct 12 '01

Fax: 404-529-5122

REGULATORY